

In the name of Allah, most merciful and gracious

To All Shareholders of Abu Dhabi Islamic Bank (P.J.S.C.) - Notice of Annual General Assembly Meeting

The Board of Directors of Abu Dhabi Islamic Bank P.J.S.C. ("ADIB") is pleased to invite all shareholders to attend the General Assembly Meeting of ADIB to be held at 05:00pm on Thursday 17th March 2022 via modern technology means for remote attendance, registration and electronic voting, the shareholders may also attend the Annual General Assembly meeting in person at ADIB Headquarters located in Sheikh Rashid Bin Saeed Street in Abu Dhabi (opposite Millennium Hotel known as Hilton Capital Grand Hotel previously) to discuss the following agenda items:

1. To discuss and approve the Board of Directors' Report of ADIB's activities and financial statements for the year which ended on 31st December 2021.
2. To discuss and approve the External Auditors' Report for the year that ended on 31st December 2021.
3. To discuss and approve the Internal Shari'ah Supervisory Committee's report on ADIB's activities for the year that ended on 31st December 2021.
4. To discuss and approve ADIB's balance sheet and profit & loss statement for the year that ended on 31st December 2021.
5. To discuss and approve the Board of Director's recommendation on cash dividends in the sum of AED 1,130,115,000/- (UAE Dirham One Billion One Hundred Thirty Million One Hundred and Fifteen Thousand only) which is equal to 31.1155% of the share's nominal value, or (31.1155) fils per share of the net profit for the year 2021.
6. To discuss and determine the Board of Directors' remuneration proposal for the financial year that ended on 31st December 2021.
7. To exonerate ADIB Board of Directors from liability for the financial year that ended on 31st December 2021.
8. To exonerate ADIB External Auditor from liability for the financial year that ended on 31st December 2021.
9. The appointment of the members of the Internal Shari'ah Supervisory Committee for three years.
10. The appointment of External Auditors for the financial year 2022 and to determine their fees.
11. Election of ADIB Board of Directors for 3 years.
12. **Special Resolution:**
 - 1 Ratify ADIB Board approval on changes to ADIB Tier 1 Sukuk issuance to the Government of Abu Dhabi in order to comply with the new Basel 3 Framework.
 - 2 Approve the renewal of existing senior Sukuk programme, non-convertible into shares, in an aggregate outstanding amount not exceeding US\$ 5 Billion at any time.
 - 3 Authorize the Board of Directors to:
 - A) Issue any senior Sukuk and/or other similar instruments which are not convertible into shares, whether under a programme or otherwise, in an aggregate outstanding face amount not exceeding USD 5 billion (or the equivalent thereof in other currencies) at any time and to authorise the Board of Directors to determine and agree on the date of issuance provided that such date does not exceed one year from the date of the General Assembly meeting, the amount, offering mechanism, transaction structure and other terms and conditions of any such issuance(s), provided that this is undertaken in compliance with the provisions of the Commercial Companies Law and any regulations or guidelines issued by any governmental or regulatory authority pursuant to such law and after obtaining approvals which may be required from the relevant competent regulatory authorities.
 - B) Issue additional Tier 1 sukuk which are not convertible into shares in an aggregate face amount not exceeding USD 3 billion (or equivalent thereof in any other currency) and to authorise the Board of Directors to determine and agree on the date of issuance provided that such date does not exceed one year from the date of the General Assembly meeting, the amount, offering mechanism, transaction structure and other terms and conditions of such issuance (provided that such issuance is subordinated, profit payments under the terms and conditions of such issuance are capable of being cancelled under certain circumstances and the terms and conditions also contain a point of non-viability provision), and subject in all cases to obtaining necessary approvals which may be required from the relevant competent regulatory authorities.

Notes:

1. Instructions for attending the General Assembly, registering and voting on the agenda items of the Assembly via electronic participation are attached to this invitation.
2. We draw the attention of the Shareholders that the health requirements for the personal attendance of the meeting require that the shareholder/proxy who wishes to attend personally, to have a negative result of Covid-19 test, valid for 48 hours from the date of the negative result.
3. Each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company's issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
4. Pursuant to clause (4) of Article (40) of the Governance Manual issued by Securities & Commodities Authority, and without prejudice to the provisions of Article (178) of the Companies Law, regarding regulating the appointment of shareholder representatives for general assemblies, each shareholder who has the right to attend the general assembly may delegate one of the lawyers mentioned below, at the expense of ADIB, to attend and vote on its decisions on behalf of the shareholders, if required by the shareholders:
 - A) Eisa Salem Lawyers | Email: safiya@eslawyers.ae | Mobile: 0565666456
 - B) Ali Jassem Law Firm | Email: m.aboelmagd@alijassem.com or front.office@alijassem.com | Mobile: 0558224822
5. Special Resolutions require the consent of shareholders representing three quarters of the shares represented at the meeting.
6. The shareholder signature on the power of attorney referred in clause No. (3) shall be the signature approved by any of the following entities:
 - A. Notary Public.
 - B. Commercial chamber of economic department in the state.
 - C. Bank or company licensed in the state, provided that the agent shall have account with any of them.
 - D. Any other entity licensed to perform attestation works.
7. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or any similar entity to represent such corporate person in any General Assembly Meeting of ADIB. The delegate shall have the powers as determined under the delegation resolution.
8. The owner of shares registered on Wednesday 16th March 2022, shall be deemed to be the holder of the right to vote at the General Assembly if the meeting is held on Thursday 17th March 2022, and the owner of the shares registered on Wednesday 23rd March 2022 shall be the holder of the right to vote at the General Assembly if the meeting is held on Thursday 24th March 2022.
9. The holder of the right to dividends is the owner of the shares registered on Monday 28 March 2022 if the General Assembly meeting is held on Thursday 17th March 2022, and the holder of the right to dividends is the owner of the shares registered on Monday 04th April 2022 if the General Assembly meeting is held on Thursday 24th March 2022.
10. Shareholders may access and review ADIB's financial statements through the website of Abu Dhabi Securities Exchange (www.adx.ae) and through ADIB's website at (www.adib.com).
11. The General Assembly meeting will not be valid if not attended by shareholders that own or represent fifty percent (50%) of ADIB's capital, and if the quorum is not met at the first meeting, a second meeting shall take place on Thursday 24th March 2022 by the same means and time. The second meeting shall be held after a period of not less than five (5) days and not more than fifteen (15) days from the date of the first General Assembly meeting and the second General Assembly meeting shall be deemed valid regardless of the number of attendees.
12. The Shareholders are requested to update their addresses and contact information with the Abu Dhabi Securities Exchange (ADX) to ensure appropriate receipt of the dividends.
13. Shareholders can view the Investors Rights guide by visiting the website of the Securities and Commodities Authority at <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>
14. Shareholders who are interested to be elected for ADIB Board of Directors need to submit an application with their resume and disclose any jobs/directorship he/she is holding directly or indirectly within 10 days from this announcement. Candidates can submit their documents to email: abduhrahmanh@adib.com

Electronic Attendance of Abu Dhabi Islamic Bank PJSC Annual General Assembly Meeting on 17th March 2022

Further to the UAE Securities and Commodities Authority ("SCA") issued Circular No. 2021/326/ / dated 10/01/2021, Abu Dhabi Islamic Bank PJSC ("ADIB") hereby informs its shareholders, that the ADIB Annual General Meeting ("AGM") will be conducted electronically online through audio broadcasting and digital voting as detailed below:

- **Date: Thursday, 17th March 2022**
- **Time: 5 PM**
- **PROCESS:**

- (1) ADIB shareholders must register electronically through the below link to be able to participate and vote in the AGM meeting.
 - (2) The AGM registration will be open from 5pm on Wednesday 16th March 2022 to 4pm on Thursday 17th March 2022.
- ADIB AGM Registration, Attendance and Voting Process are as follows:
- **Attendance Registration:** Shareholders wishing to register their attendance shall do so electronically through www.smartagm.ae from 5pm on Wednesday 16th March 2022. AGM registration is open until 4pm on Thursday, 17th March 2022.
 - **Shareholders attendance of the Annual General Assembly:** Shareholders will be able to attend the AGM through a live web broadcast (video & audio) that can be accessed electronically online through www.smartagm.ae starting from Thursday 17th March 2022 at 5pm.
 - **Shareholder Participation and Voting:** After shareholder registration and verification, shareholders will receive a text message containing an electronic link with a user name and password. Shareholders must click on the electronic link and enter the user name and password. The electronic link will allow shareholders to: (1) participate in the Annual General Assembly meeting; (2) access the Annual General Assembly agenda items; (3) cast their votes on the agenda items.
 - **Questions Related to the AGM Agenda:** Shareholders may submit questions online through the electronic link, and these questions will be addressed during the Annual General Assembly Meeting. The floor for shareholders questions will be open from 5pm on Wednesday 16th March 2022 and continue until the end of the AGM.
 - **Annual report:** annual report will be available on ADIB website (www.adib.com)
 - **Chairman message:** ADIB Chairman message will be posted on the link www.smartagm.ae
 - **Registration of Assembly:** The proceedings of the Annual General Assembly meeting will be registered and posted on ADIB's website (www.adib.com) to enable Shareholders access to it.

Clarifying disclosure regarding the approval of agencies

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

1. Each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities:
 - A. Notary Public.
 - B. Commercial chamber of economic department in the state.
 - C. Bank or company licensed in the state, provided that the agent shall have account with any of them.
 - D. Any other entity licensed to perform attestation works.

Abu Dhabi Islamic Bank PJSC Announcement of period for nomination of candidates for election to the Board of Directors

The Board of Directors of Abu Dhabi Islamic Bank P.J.S.C. ("ADIB") is pleased to announce nomination of candidates for elections to the Board of Directors ("the Board") for the period of 10 days between Wednesday 23rd February 2022 to Friday 04th March 2022. During this period, every individual/shareholder who satisfies the nomination requirements may submit an application an application to the ADIB's Board Secretary (either by email to abduhrahmanh@adib.com, or by mail to ADIB Head Office at 12th Floor, Airport Road, Opposite Millennium Hotel (previously Hilton Grand), Abu Dhabi, P.O. Box 313. Candidates should provide detailed resume, stating the type of directorship he/she is applying for (Executive, Non-executive, or Independent).

Applications must comply with the following guidelines:

- The number of Board Members to be elected are 7 Members
- The period of nomination of candidates will be open for (10) days with effect from the date of announcement, in accordance with article (9) of SCA's Chairman Resolution No.(3/R.M) for 2020 concerning Corporate Governance Guidelines Manual for public joint stock companies and any further amendments.
- Candidate must comply with the provisions of the Federal Law No (32) for 2021 concerning Commercial Companies Law, and SCA's Chairman Resolution No.(3/R.M) for 2020 concerning Corporate Governance Guidelines Manual for public joint stock companies, the Bank's Article of Association and any further amendments.
- The application must include the documents are required by article (10) of SCA's Chairman Resolution No.(3/R.M) for 2020 concerning Corporate Governance Guidelines Manual and any further amendments.
- Candidates must note that the Central Bank of UAE's requires that members of the boards of directors of banks are individuals of appropriate academic qualifications, adequate business and banking relevant experience.
- Candidates can't give up their candidacy to other individual(s) after the nomination period is closed.
- The Bank's Board Nomination and Compensation Committee will review details of candidates' applications received. Following that review, the Bank will submit details of candidates who meet the Bank's conditions for nomination to the Central Bank of UAE for consideration. Following receipt of approval from Central Bank of UAE, the Bank will publish the names of the nominees and other details, on the Bank's billboard and website (www.adib.com) on 14th March 2022.
- The Bank will provide SCA with the list of nominees after the nomination period closes.